

RECORDATION NO. 24721-I FILED

MAY 09 '08

3-42 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

May 7, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Termination

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Termination dated May 6, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed on July 22, 2004 at 2:49 P.M. with the Surface Transportation Board under Recordation Number 24727-F. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: B. C. Rail Partnership
c/o Canadian National Railway
935 de la Gauchetiere St. West
Montreal, QC H3B 2M9

The enclosed document is for one hundred five (105) 71' centerbeam flat cars, with NOKL and BCIT marks, which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows:
Memorandum of Lease Termination

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Rail Sr. Documentation Specialist

Enclosures
(BCR023)

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MEMORANDUM OF LEASE TERMINATION - RIDER NO. 15

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") is made and entered into as of May 6, 2008 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and B. C. Rail Ltd. ("Lessee"), a Canadian corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into that certain Lease Agreement dated as of July 21, 1999 and Rider No. 15 dated May 24, 2004 (collectively, the "Lease"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A (the "Equipment"); and

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease dated as of May 24, 2004, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on July 22, 2004 at 2:49 P.M. with primary recordation number 24727.

WHEREAS, the Lease between Lessor and Lessee has been terminated; and

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board, has been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the equipment arising pursuant to the Lease have been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

Signature: Richard F. Seymour

EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE

NUMBER OF CARS: One hundred five (105)

DESCRIPTION OF CARS: 71 ft. Centerbeam Flat Cars

CAR NUMBERS:	NOKL 729126	NOKL 729241	BCIT 871386
	NOKL 729129	NOKL 729242	BCIT 871388
	NOKL 729133	NOKL 729243	BCIT 871391
	NOKL 729135	NOKL 729244	BCIT 871393
	NOKL 729137	NOKL 729245	BCIT 871394
	NOKL 729138	NOKL 729247	BCIT 871397
	NOKL 729142	NOKL 729248	BCIT 871399
	NOKL 729146	BCIT 871301	BCIT 871400
	NOKL 729147	BCIT 871304	BCIT 871401
	NOKL 729150	BCIT 871306	BCIT 871402
	NOKL 729152	BCIT 871308	BCIT 871403
	NOKL 729154	BCIT 871312	BCIT 871404
	NOKL 729160	BCIT 871315	BCIT 871406
	NOKL 729164	BCIT 871316	BCIT 871411
	NOKL 729167	BCIT 871317	BCIT 871414
	NOKL 729168	BCIT 871319	BCIT 871415
	NOKL 729171	BCIT 871321	BCIT 871422
	NOKL 729172	BCIT 871324	
	NOKL 729174	BCIT 871327	
	NOKL 729175	BCIT 871329	
	NOKL 729178	BCIT 871332	
	NOKL 729179	BCIT 871333	
	NOKL 729180	BCIT 871334	
	NOKL 729182	BCIT 871335	
	NOKL 729184	BCIT 871339	
	NOKL 729185	BCIT 871342	
	NOKL 729188	BCIT 871345	
	NOKL 729191	BCIT 871346	
	NOKL 729194	BCIT 871349	
	NOKL 729197	BCIT 871359	
	NOKL 729205	BCIT 871362	
	NOKL 729206	BCIT 871363	
	NOKL 729208	BCIT 871366	
	NOKL 729211	BCIT 871368	
	NOKL 729213	BCIT 871369	
	NOKL 729214	BCIT 871371	
	NOKL 729219	BCIT 871372	
	NOKL 729220	BCIT 871374	
	NOKL 729222	BCIT 871375	
	NOKL 729229	BCIT 871376	
	NOKL 729231	BCIT 871378	
	NOKL 729232	BCIT 871379	
	NOKL 729237	BCIT 871383	
	NOKL 729240	BCIT 871385	